

**THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

Emergent Fidelity Technologies, Ltd.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 23-10149 (JTD)

**BLOCKFI'S WITNESS AND EXHIBIT LIST FOR MARCH 14, 2023 HEARING**

BlockFi Inc., BlockFi Lending LLC, and BlockFi International LLC (together, "BlockFi"), in accordance with the *Chambers Procedures for the Honorable John T. Dorsey*, hereby disclose that they may call and/or introduce the following witnesses and exhibits at the March 14, 2023 hearing (the "Hearing") in connection with *BlockFi's Motion for Entry of an Order Dismissing the Debtor's Chapter 11 Case* [D.I. 32] (the "Motion to Dismiss").

**WITNESSES**

In connection with the Hearing, BlockFi *may* call one or more of the following individuals to provide testimony:

1. Mark Renzi. The scope of Mr. Renzi's testimony will include, but may not be limited to, all matters set forth in the *Declaration of Mark A. Renzi in Support of BlockFi's Motion for Entry of an Order Dismissing the Debtor's Chapter 11 Case* [D.I. 32-2]. In the first instance, BlockFi intends to rely on the declaration [D.I. 32-2], but BlockFi reserves the right to call Mr. Renzi as a live witness. Mr. Renzi intends to appear in-person, and has access to his declaration and the exhibits appended thereto.
2. Richard D. Anigian. The scope of Mr. Anigian's testimony will include, but may not be limited to, all matters set forth in the *Declaration of Richard D. Anigian in Support of BlockFi's Motion for Entry of an Order Dismissing the Debtor's Chapter 11 Case* [D.I. 32-3]. In the first instance, BlockFi intends to rely on the

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<sup>1</sup> The Debtor in this Chapter 11 case is Emergent Fidelity Technologies Ltd., a company formed under the laws of Antigua and Barbuda with registration number 17532 as identified by the Antigua and Barbuda Financial Services Regulatory Commission. The Debtor's principal place of business is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

declaration [D.I. 32-3], but BlockFi reserves the right to call Mr. Anigian as a live witness. Mr. Anigian intends to appear in-person, and has access to his declaration and the exhibits appended thereto.

3. Any rebuttal and/or impeachment witness.
4. Any witness designated or introduced by any other party.
5. Any witness necessary to authenticate a document.

### **EXHIBITS**

In connection with the Hearing, BlockFi *may* introduce one or more of the following exhibits (exclusive of those that may be used for purposes of rebuttal or impeachment):

<b>BlockFi's Ex. No.</b>	<b>Description</b>	<b>Docket No. (if available)</b>
<b>A</b>	<b>Declaration of Mark A. Renzi in Support of BlockFi's Motion for Entry of an Order Dismissing the Debtor's Chapter 11 Case, dated Feb. 16, 2023</b>	<b>32-2</b>
A-1	US Loan Agreement, dated July 15, 2019	32-2
A-2	Master Loan Agreement, dated Aug. 14, 2020	32-2
A-3	International Loan Agreement, dated Jan. 26, 2022	32-2
A-4	Forbearance Agreement, dated Nov. 9, 2022	32-2
A-5	Alameda Pledge Agreement, dated Nov. 9, 2022	32-2
A-6	Emergent Pledge Agreement, dated Nov. 9, 2022	32-2
A-7	SBF Emails authorizing Caroline Ellison to sign Emergent Pledge Agreement, dated Nov. 9, 2022	32-2
A-8	UCC-1 Financing Statement for Emergent Pledge Agreement, dated Nov. 10, 2022	32-2
A-9	Notice Letter, dated Nov. 10, 2022	32-2
<b>B</b>	<b>Declaration of Richard D. Anigian in Support of BlockFi's Motion for Entry of an Order Dismissing the Debtor's Chapter 11 Case, dated</b>	<b>32-3</b>
B-1	Emergent's SEC Schedule 13D, dated May 12, 2022	32-3
B-2	BlockFi Letter to Marex, dated Nov. 14, 2022	32-3
B-3	Doherty Letter, dated Nov. 14, 2022	32-3
B-4	Second Doherty Letter, dated Nov. 16, 2022	32-3
B-5	Third Doherty Letter, Dec. 2, 2022	32-3
B-6	Emergent Certificate of Incorporation	32-3

<b>BlockFi's Ex. No.</b>	<b>Description</b>	<b>Docket No. (if available)</b>
B-7	Emergent Application for International Business Charter	32-3
B-8	Emergent Articles of Incorporation and General By-Laws	32-3
B-9	Emergent Notice of Registered Office	32-3
B-10	Emergent Notice of Directors	32-3
B-11	Shimon's Notice of Application in 0456 Action, dated Nov. 18, 2022	32-3
B-12	Shimon's Supporting Affidavit, dated Nov. 18, 2022	32-3
B-13	Antiguan Receivership Order in 0456 Action, dated Nov. 18, 2022	32-3
B-14	Barkhouse and Shukla's Petition to be Appointed Joint Liquidators in 0480 Action, dated Dec. 2, 2022	32-3
B-15	Barkhouse's First Affidavit in 0480 Action, dated Dec. 2, 2022	32-3
B-16	Antiguan Liquidation Order in 0480 Action, dated Dec. 5, 2022	32-3
B-17	SBF's Affidavit in 0456 Action, dated Dec. 12, 2022	32-3
B-18	Barkhouse's Third Affidavit in 0480 Action, dated Dec. 19, 2022	32-3
B-19	Transcript of Hearing in BlockFi Action, dated Dec. 28, 2022	32-3
B-20	0480 Action Order, dated Jan. 12, 2023	32-3
B-21	Transcript of Hearing in BlockFi Action, dated Jan. 9, 2023	32-3
B-22	Shukla's First Affidavit in 0480 Action, dated Jan. 15, 2023	32-3
B-23	Order Staying 0480 Action in 0002 Appeal, dated Jan. 27, 2023	32-3
B-24	Order Reversing Stay of 0480 Action in 0002 Appeal, dated Feb. 3, 2023	32-3
B-25	Order Setting Hearing in 0002 Appeal, dated Feb. 3, 2023	32-3
B-26	Portion of Evans Declaration in Voyager Bankruptcy, dated Jan. 31, 2023	32-3
B-27	JPL's Emergency Motion for Extension, filed in BlockFi Action, dated Dec. 27, 2022	32-3
B-28	JPL's Response to FTX Debtors' Motion to Extend Stay, filed in FTX Debtors' Cases, dated Jan. 5, 2023	32-3
B-29	JPL's Opposition to BlockFi Turnover Motion, filed in BlockFi Action, dated Jan. 5, 2023	32-3
B-30	SBF Original Indictment, dated Dec. 9, 2022	32-3
B-31	Gov't Bill of Particulars, dated Jan. 20, 2022	32-3
1	Emergent's Chapter 11 Voluntary Petition, filed Feb. 3, 2023	1
2	Declaration of Angela Barkhouse in Support of the Debtor's	3

<b>BlockFi's Ex. No.</b>	<b>Description</b>	<b>Docket No. (if available)</b>
	Chapter 11 Petition, filed Feb. 3, 2023	
3	Emergent's Schedules of Assets and Liabilities, filed Feb. 17, 2023	34
4	Emergent's Statement of Financial Affairs, filed Feb. 17, 2023	35
5	Debtor's Application for Entry of an Order Authorizing the Retention and Employment of Morgan, Lewis & Bockius LLP as Attorneys for the Debtor Effective as of the Petition Date, filed Mar. 3, 2023	56
6	Debtor's Proposed Order Authorizing the Retention and Employment of Morgan, Lewis & Bockius LLP as Attorneys for the Debtor Effective as of the Petition Date, filed Mar. 3, 2023	56-1
7	Declaration of Craig A. Wolfe in Support of the Debtor's Application for Entry of an Order Authorizing the Retention and Employment of Morgan, Lewis & Bockius LLP as Attorneys for the Debtor Effective as of the Petition Date, filed Mar. 3, 2023	56-2
8	Notice of Amendments to Debtor's Summary of Assets and Liabilities, Schedule A/B, and Schedule E/F, filed March 9, 2023	59

Additionally, BlockFi asks that the Court take judicial notice of the pleadings filed (including any and all schedules, amendments, exhibits, and other attachments thereto) in this case. BlockFi reserves the right to use additional demonstrative exhibits as it deems appropriate in connection with the Hearing and the Motion to Dismiss.

### **RESERVATION OF RIGHTS**

BlockFi reserves the right to supplement or modify this exhibit and witness list in all respects, including, without limitation, using additional witnesses or exhibits, as necessary, at any time prior to the Hearing. BlockFi further reserves the right to call rebuttal witnesses, or any witnesses identified by any party in this contested matter. BlockFi also reserves the right to use exhibits not listed herein for purposes of rebuttal or impeachment, and to use any exhibits designated or presented by any other party.

Dated: March 11, 2023  
Wilmington, Delaware

**MORRIS NICHOLS ARSHT & TUNNELL  
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